No. 88-2000

Supreme Court, U.S.
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IN THE

Supreme Court of the United States

OCTOBER TERM, 1989

STEVE COWPER, GOVERNOR OF ALASKA, *et al.*,
Petitioners,

v.

THE SECRETARY OF THE INTERIOR,
AMOCO PRODUCTION CO., *et al.*,
Respondents.

On Petition for a Writ of Certiorari to the United States Court of Appeals for the Ninth Circuit

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OPPOSITION OF RESPONDENTS AMOCO PRODUCTION CO., *et al.*

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August 1989

QUESTIONS PRESENTED

1. Whether the lower courts erred in sustaining the Department of the Interior's long-standing interpretation of Section 19 of the Outer Continental Shelf Lands Act, 43 U.S.C. § 1345, that the Secretary of the Interior may reject a coastal state Governor's recommendations regarding the size, timing or location of proposed Outer Continental Shelf (OCS) leasing if the Secretary determines that they do not achieve an appropriate balance between state and national interests?

2. Whether this Court should grant certiorari to review the concurrent determinations of the district court and the court of appeals rejecting petitioners' arguments that the Secretary's decision not to adopt all of the recommendations of Alaska's Governor regarding OCS leasing was based upon flawed data and was thereby arbitrary or capricious?

PARTIES TO PROCEEDINGS BELOW

The parties to the proceedings below were:

Appellants: Governor Steve Cowper (formerly Bill Sheffield), *ex rel* State of Alaska; Alaska Independent Fishermen's Marketing Association; Aleutians East Coastal Resource Service Area; Bering Sea Fishermen's Association; Bristol Bay Borough; Bristol Bay Coastal Resources Service Area; Cenaliulriit; United Fishermen of Alaska; Trustees for Alaska; Natural Resources Defense Council, Inc.; Eskimo Walrus Commission; Northern Alaska Environmental Center; City of Quinhagak; Nunam Kitlutsisti; Alaska Center for the Environment; Village of False Pass; Sierra Club; the Wilderness Society; Environmental Policy Institute; National Audubon Society; and Defenders of Wildlife (all of whom are petitioners herein); and Tribal Village of Akutan; Tribal Village of Togiak; and Tribal Village of Nelson Lagoon;

Appellees (respondents represented herein): Amoco Production Company; ARCO Alaska, Inc.; BP Exploration (Alaska) Inc. (formerly Sohio Alaska Petroleum Company); Chevron U.S.A., Inc.; Exxon Corporation; Mobil Exploration & Producing Services, Inc.; Murphy Oil USA, Inc.; Shell Western E&P, Inc.; and Union Oil Company of California.*

Appellees (respondents not represented herein): The Secretary of the Interior; Director, Minerals Management Service; the United States Department of the Interior; Administrator, National Oceanic and Atmospheric Administration; the National Oceanic and Atmospheric Administration; the International Association of Geophysical Contractors.

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* Pursuant to Rule 28.1, respondents' parent companies and subsidiaries and affiliates whose shares may be publically traded in the United States are set forth in the appendix to this opposition.

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OPPOSITION OF RESPONDENTS AMOCO PRODUCTION CO., *et al.*

OPINIONS BELOW

The opinion of the United States Court of Appeals for the Ninth Circuit that is the subject of this petition was filed on October 5, 1988, and was amended on March 9, 1989. That opinion is reported at 869 F.2d 1185 and is found at page A-1 of the appendix to the petition. The opinion of the United States District Court for the District of Alaska that is the subject of this petition was filed on January 22, 1988. That opinion is not reported, but is reprinted in the appendix to the petition at page B-1. Another unreported opinion of the district court in this case was filed on March 11, 1988, and is reprinted in the appendix to the petition at page C-1.

JURISDICTION

This Court has jurisdiction over the petition pursuant to 28 U.S.C. § 1254(1). The Ninth Circuit's judgment was entered on October 5, 1988, its order denying rehearing was entered on March 9, 1989, and the petition was filed on June 7, 1989.

STATEMENT OF THE CASE

This case involves solely the leasing stage of an Outer Continental Shelf (OCS) project. Thus, petitioners' predictable reference to the Exxon Valdez incident and their dire prophecies as to the impacts of 1,000-barrel oil spills ignore this Court's holding in *Secretary of the Interior* v. *California*, 464 U.S. 312, 340-41 (1984), that

> "Congress has . . . taken pains to separate the various federal decisions involved in . . . conducting [OCS] lease sales, authorizing exploration, and allowing development and production. . . . The stated reason for this [three-] part division was to forestall premature litigation regarding adverse environmental effects that all agree will flow, if at all, only from the latter stages of OCS exploration and production."

The Planning for OCS Sale No. 92. The Department of the Interior has always recognized the value of the Bristol Bay or North Aleutian Basin (NAB) as a fishery and habitat for marine mammals and birds. It has, accordingly, approached the question of OCS activities in that area in a most deliberate fashion, postponing leasing there until after unsuccessful exploration in the other promising regions of the Bering Sea.

The Department first proposed leasing OCS tracts in the NAB for oil and gas exploration and development in 1977.[1] However, pursuant to the request of Alaska, the

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[1] Alaska previously leased 164,961 acres in the near-shore waters of Bristol Bay. In 1972, an exploratory well was completed there without mishap. Sale 92 EIS at I-C-1.

initial sale was cancelled to permit further environmental studies of the area. For the same reason, a subsequent sale proposed for 1983 was also cancelled.[2]

The NAB was once again proposed for leasing—this time as OCS Sale No. 92, initially scheduled for April 1985, with 32.5 million acres to be offered for sale. However, in March 1984, the Secretary of the Interior deleted nearly 83% of the acreage from the sale, thus restricting leasing to the southwest corner of the region about 150 miles away from the areas where 90% of Bristol Bay salmon are caught.[3] He also deleted all tracts within 50 miles of Unimak Pass[4]—through which many migrating marine mammals and birds pass—as well as all those within 11 miles of the Alaskan Peninsula, well beyond the near-shore waters and adjacent lands that are important for bird migrations and for the spring passage of the grey whale.[5]

Drawing upon information set forth in the lengthy environmental impact statement (EIS) prepared for the sale and the biological opinions rendered under the Endangered Species Act, 16 U.S.C. § 1531 (ESA), the Secretary in September 1985 proposed leasing the remaining 17% of the tracts in the southwestern corner of the NAB and so notified the Governor of Alaska pursuant to Section 19(a) of the OCS Lands Act (OCSLA), 43 U.S.C. § 1345(a). (A.R. 145, 208). The Governor responded by recommending an additional eight-year delay plus the deletion of all tracts within 25 miles of the Alaska Peninsula. (A.R. 199, J.C.R. 1-2, Ex. 10, E.R.

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[2] *See* Final Decisional Memorandum, dated November 27, 1985 at 2 (A.R. 204).

[3] Sale No. 92 Secretarial Issue Document ("SID"), IV-B at 20 (A.R. 139).

[4] EIS Fig. II-1.

[5] *See* Statement of Reasons (hereinafter "Statement") at 66 (A.R. 213; J.C.R. 1-2).

33). In addition, he sought the adoption of various mitigation measures to insure that operations would be conducted in a manner that he believed would minimize adverse impacts on the environment. (*Id.*).

The Secretary adopted almost all of the mitigating measures requested by the Governor,[6] but because 83% of the tracts had already been deleted and because there had already been many years of delay, he determined that the Governor's recommended eight-year delay and the deletion of more tracts did not strike a reasonable balance between the well-being of the citizens of Alaska and the national interest. The Secretary presented the Governor with an 80-page Statement of Reasons (A.R. 213, J.C.R. 1-2) fully explaining the reasons for his action.[7]

The Litigation Below. The Governor, various fishermen and environmental groups, as well as several native villages, thereupon sued in the United States District Court for the District of Alaska and moved for a preliminary injunction against the sale, raising arguments under four different statutes. On January 13, 1986, the district court preliminarily enjoined the sale. Relying solely on the Ninth Circuit's decision in *Village of Gambell* v. *Hodel*, 774 F.2d 414 (1985), the district court concluded that the Secretary had violated Section 810 of the Alaska National Interest Lands Conservation Act

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[6] *See* Statement at 68-72 (A.R. 213, J.C.R. 1-2).

[7] Declining even to recognize the existence of this Statement of Reasons, petitioners assert that the Secretary simply "ignored" the views of Alaska. (Petn. 13, 17). Moreover, in arguing that the risks to the NAB fishery outweigh the benefits of OCS leasing there (Petn. 16-17), they also fail to recognize that the Statement of Reasons concluded that "the unrisked [*i.e.*, assuming oil is found in producible quantities] value of the fishery losses would be between $3 million and $13 million, compared to an unrisked net economic value [associated with producing oil and gas] of $1.4 billion" (Statement at 24).

(ANILCA), 16 U.S.C. § 3120, in proceeding with the sale. The Ninth Circuit affirmed on the same rationale. *Tribal Village of Akutan* v. *Hodel*, 792 F.2d 1376 (1986).

However, on March 24, 1987, this Court reversed the Ninth Circuit's *Gambell* decision, holding that ANILCA does not apply to OCS leasing. *Amoco Production Co.* v. *Village of Gambell*, 480 U.S. 531 (1987). On March 30, 1987, this Court granted certiorari in the *Akutan* case, vacated the decision, and remanded the case to the Ninth Circuit. 480 U.S. 943 (1987).

With the ANILCA issue thus removed from the case, the parties returned to the district court to litigate the three other issues that it had not decided in its preliminary injunction ruling—the claim under Section 19 of the OCSLA that the Secretary had been arbitrary or capricious in rejecting the Governor's recommendations for additional delay and deletion of tracts and the claims that Interior's planning for the sale violated both the ESA and the National Environmental Policy Act (NEPA), 42 U.S.C. § 4331.

On January 22, 1988, the district court granted partial summary judgment for defendants as to the Section 19 claim. (Petn. B-1). On March 11, 1988, that court similarly disposed of the ESA and NEPA claims. (Petn. C-1). Plaintiffs appealed both decisions to the Ninth Circuit, and on March 15, 1988, they obtained an injunction pending appeal forestalling the sale.

On October 5, 1988, the Ninth Circuit affirmed the district court's two decisions in all respects. (Petn. A-1). At the same time, it stayed the injunction pending appeal. Thereafter, the plaintiffs unsuccessfully sought emergency relief from the Ninth Circuit and from this Court to forestall Sale No. 92. After their emergency motions were denied, Sale No. 92 bids were opened on

October 11, 1988, and high bids of nearly $100 million were announced on tracts in the sale. Leases on those tracts were thereafter issued to successful bidders.

In the meanwhile, plaintiffs filed a petition in the Ninth Circuit for rehearing and suggestion for rehearing *en banc*. That petition was denied on March 9, 1989. Plaintiffs now seek further review in this Court, but only with respect to the Ninth Circuit's interpretation and application of Section 19 of the OCSLA.

REASONS FOR DENYING THE WRIT

The decision below is correct. It follows precedent within the Circuit and does not conflict with any decisions of other Circuits. The legal and factual issues that petitioners tender to this Court do not justify exercise of its discretionary jurisdiction on certiorari.

1a. Petitioners' construction of Section 19 of the OCSLA is the same one that they offered below:

> "[I]f a rational basis for the Governor's recommendations [as to the size, timing or location of OCS leasing] exists, the Secretary's rejection of those recommendations then would be arbitrary and capricious." (Petn. 21).

Thus, in petitioners' view the Secretary of the Interior is bound by Section 19 to follow a Governor's recommendations unless the Secretary can conclude that they have no "rational basis"—*i.e.*, that the Governor was "arbitrary or capricious" in proffering the recommendations.

Petitioners assert that in declining to accept this view of the statute, the Ninth Circuit "has so far departed from the accepted and usual course of judicial proceedings . . . as to call for an exercise of this Court's power of supervision." (Petn. 15).[8] However, petitioners fail

[8] To shore up this argument, petitioners assert that "principles of federalism" (Petn. 13-14) compel this Court to embrace their

to note a fact, evident from the decisions below (Petn. A-14, B-4), that their view of the statute has previously been rejected by the Ninth Circuit. *See California* v. *Watt*, 683 F.2d 1253, 1269 (9th Cir. 1982), *rev'd on other grounds*, 464 U.S. 312 (1984). They also fail to note that the Ninth Circuit's prior construction of Section 19 of the OCSLA was so uncontroversial that, even though both sides in that earlier case brought issues to this Court involving another statute, the State of California accepted as correct the Ninth Circuit's construction of Section 19.[9] Clearly, in following its earlier construction of Section 19, the Ninth Circuit has stayed well within "the accepted and usual course of judicial proceedings" and has not rendered a decision that deserves review in this Court.[10]

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reading of Section 19. Understandably, petitioners cite no caselaw for the proposition that such "principles" should influence this Court's reading of the plain language and legislative history of a statute. Moreover, the Executive Order upon which they rely, which recognizes the States' constitutional authority "in most areas of governmental concern" (Petn. 14), simply has no application to governance of the OCS, an area that this Court has repeatedly held is subject to the "paramount" authority of the United States. *See, e.g., United States* v. *Maine*, 420 U.S. 515, 525 (1975); *Maryland* v. *Louisiana*, 451 U.S. 725, 752-53 n.26 (1981).

[9] *Amici* State of California, *et al.*, who support the petition, are similarly silent as to the Ninth Circuit's prior construction of Section 19 and California's earlier decision not to challenge that construction in this Court.

[10] Although not purporting to identify any conflict between the Ninth Circuit's approach to Section 19 and those of other circuits, petitioners do refer (Petn. 22) to a district court decision in another circuit—*Massachusetts* v. *Clark*, 594 F. Supp. 1373, 1384 (D. Mass. 1984)—stating that the Secretary is "conditionally bound" by a Governor's recommendations. However, the district court in that case merely applied Section 19 as it is written and decided whether the Secretary of the Interior had been "arbitrary or capricious" in proceeding with leasing over a Governor's objections; that court did not read Section 19 as requiring the Secretary to find that the Governor's recommendations lacked a rational basis.

b. Petitioners' view of the statute is inconsistent with both its terms and legislative history. Section 19 on its face offers no support for the view that the Secretary of the Interior must find a Governor's recommendations lack a rational basis in order to reject them. Nowhere are Governors given authority to balance state and national interests, nor is it anywhere suggested that their recommendations must be accepted unless they are unreasonable. Instead, it is the Secretary who is directed to "determine[] . . . [whether a Governor's recommendations] provide for a reasonable balance between the national interest and the well-being of the citizens of the affected state." 43 U.S.C. § 1345(c). Moreover, it is the Secretary's decision, not a Governor's recommendation, that is "final" and can be overturned only if it is "arbitrary or capricious." *Id.* at § 1345(d).

The legislative history of Section 19 confirms that Governors were not intended to balance state and national interests and bind the Secretary unless that balancing is unreasonable. Instead, Section 19 was intended only

> "[t]o insure that the Secretary give[s] thorough consideration to the voices of responsible regional and local State officials in planning OCS leasing and development." [11]

Indeed, California's spokesperson described Section 19 as being

> "for situations . . . where there is a clearly identifiable state interest that we see the need for a process which would allow the Governor to negatively nominate tracts and have that decision accepted by the Interior Secretary unless he makes specific national interest findings to justify a contrary conclusion." [12]

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[11] S. Rep. No. 284, 95th Cong., 1st Sess. 78 (1977).

[12] Hearing Before the Senate Comm. on Energy & Natural Resources on S.9, 95th Cong., 1st Sess. 584-85 (1977) (hereinafter

The matter could hardly be clearer: The Governor is given a voice that helps define the state interest—*i.e.*, the "well-being of the citizens of the affected State"—but it is the Secretary who then balances that interest against the national interest.

The legislative history surrounding Section 19(d), providing that the Secretary's decision shall be "final," also shows that Congress intended to leave to the Secretary—not Governors—the task of striking a reasonable balance. A forerunner of Section 19 permitted a Governor "aggrieved by" a scheduled lease sale to appeal to an administrative body and thereby trigger an automatic delay of up to 100 days.[13] This provision for administrative review was replaced by a provision that allowed Governors to submit leasing recommendations to the Secretary, but provided that

> "[n]o action shall lie to review the Secretary's exercise of discretion in accepting or rejecting such recommendations." [14]

Senator Kennedy expressed concern that this prohibition of judicial review violated the Administrative Procedure Act, and proposed Section 19(d) as it was ultimately enacted. 121 Cong. Rec. 26,000-01 (1975). Senator Stone, author of the original no-judicial-review provision, praised Senator Kennedy's amendment because it ensured that "the Secretary of the Interior is to be the

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"1977 Senate Hearings") (statement of B. Press, Director, Governor's Office of Planning & Research, State of Calif.). Representatives from other states expressed similar views. *See, e.g.*, Hearings Before the H. Rep. Ad Hoc Select Comm. on OCS Activities on H.R. 1614, 95th Cong., 1st Sess. 991-93 (1977) (statement of Hon. R. Byrne, Governor of New Jersey); *id.* at 670-73 (statement of E. Murphy, Sec'y of Env. Affairs, Commonwealth of Mass.); *id.* at 676-77 (statement of E. Wilson, Coordinator, OCS Activities, Commonwealth of Va.).

[13] S.521, 94th Cong., 1st Sess. § 210 (as introduced Feb. 3, 1975).

[14] S.521, § 30(d) (as reported July 17, 1975).

final administrative officer making the determination." *Id.* Throughout this debate as to the provision of the statute at issue here no one suggested that the Secretary was obliged to defer to a Governor's conception of the balance between state and national interests.

c. Petitioners' construction of Section 19 ignores the deference that should be paid to the Department of the Interior's construction of the statute. Section 19 was drafted in a fashion that endorsed Interior's view of the proper role of Governors, the Secretary, and reviewing courts.[15] Interior has consistently applied Section 19, adhering to the views that it expressed before the 95th Congress. *See, e.g., California* v. *Watt*, 683 F.2d at 1268-1269. The principle, repeatedly articulated by this Court, that commands judicial deference to an agency's interpretation of the statute that it is charged with administering, *see, e.g., Chevron U.S.A. Inc.* v. *NRDC*, 467 U.S. 837, 844-45 (1984), applies with particular force in the present circumstances, given Interior's "contemporaneous and uniform" interpretation of the statute, *Howe* v. *Smith*, 452 U.S. 473, 485-86 (1981), its "longstanding expertise" in the area, *Aluminum Co.* v. *Central Lincoln Peoples Util. Dist.*, 467 U.S. 380, 390 (1984), and its "intimate[] involve[ment] in the drafting and consideration of the statute by Congress," *id.*

2. As an alternative ground for its petition, petitioners urge the Court to review the EIS, as well as other decisional documents relied upon by the Secretary of the Interior in rejecting the governor's recommendations, and on that basis to hold that he was "arbitrary or capricious" in doing so. Petitioners' argument in this regard turns principally upon their identification of purported errors in the oil-spill risk analysis contained in those documents. (Petn. 8, 9, 24-28).

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[15] *Compare* 1977 Senate Hearings at 3-4 (Interior's proposal for revision to the original version of § 19) *with* S. Rep. No. 284, 95th Cong., 1st Sess. 77-78 (1977) (adopting Interior's proposal).

The opinions of both the district court (Petn. B-9, C-9) and the court of appeals (Petn. A-17 thru A-20) fully refute petitioners' arguments concerning the purported methodological flaws in Interior's planning for Sale No. 92 and its related analysis of the Governor's recommendations. In any event, this Court has made clear that it will not grant certiorari "to review evidence and discuss specific facts," *United States* v. *Johnson*, 268 U.S. 220, 227 (1925); *see Texas* v. *Meade*, 465 U.S. 1041 (1984) (Stevens, J.), especially where findings made by the district court are affirmed by the court of appeals, *Graver Mfg. Co.* v. *Linde Co.*, 336 U.S. 271, 275 (1949); *Rogers* v. *Lodge*, 458 U.S. 613, 623 (1982); *United States* v. *Doe*, 465 U.S. 605 (1984).

CONCLUSION

For the reasons stated above, the petition for certiorari should be denied.

Respectfully submitted,

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August 1989

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APPENDIX

APPENDIX

List of parent and not-wholly owned subsidiaries or affiliated companies whose shares may be publically traded in the United States:

Amoco Production Company
Amoco Corporation
- Amoco Canada Petroleum Company Ltd.
- Amoco Company
- Amoco Credit Corporation
- Analog Device, Inc.
- Cetus Corporation
- ACM Services, Inc.
- Abbott Pipe and Supply Company
- Applied Intelligent System, Inc.
- Atlas Supply Company
- Automating Peripherals Ltd.
- Blackfeet Indian Writing Co.
- Cyclone Well Service Limited
- Chicago Equity Fund 1985 Partnership
- Chicago Equity Fund 1986 Partnership
- Chicago Equity Fund 1987 Partnership
- Chicago Capital Fund I Limited Partnership
- Dearborn Park Corporation
- De La Fuente
- Gene Ables Excavation and General Construction Co., Inc.
- Highland Community Bank
- High Life Helicopter, Inc.
- H-R Industries
- Illiana Pallet Manufacturers Corporation
- Illinois Neighborhood Development Corporation
- Illinois Venture Fund
- Indecorp, Inc.
- Maecorp, Inc.
- Midwest Club
- Panorama Office Park II
- Rocky Mountain Instrument Company

R/P International Technologies
Red Man Pipe and Supply Company
S.I. Tech. Inc.
Star/Adair Insulation Company
Tangley Oaks
200 Park Plaza Associates
Tenco Hydro, Inc.
Trout Lake Golf and Country Club
Urban Enterprises Corporation
Watson Laboratories, Inc.
Xinix, Incorporated

ARCO Alaska, Inc.
Atlantic Richfield Company
ARCO Chemical Company
Lyon Bell Petrochemical Company

BP Exploration (Alaska), Inc.
The British Petroleum Company, PLC
BP International Ltd.
BP America, Inc.
The Standard Oil Company

Chevron U.S.A., Inc.
Chevron Corporation
Canyon Reef Carriers, Inc.
Chevron Capital, N.V.
Chevron Capital U.S.A. Inc.
Chevron Investment Management Company
Chevron Oil Finance Company
Felix Oil Company
Gulf Oil Finance N.V.

Exxon Corporation
Compania Minera Disputada de las Condes S.A.
Esso Malaysia Berhad
Esso Societe Anonyme Francaise
Exxon Chemical Pakistan Limited
General Sekiyu K.K.
Imperial Oil Limited
Interhome Energy Inc.

Home Energy Company Ltd.
Les Docks des Petroles d'Ambes
Toa Nenryo Kogyo Kabushiki Kaisha
Scurry-Rainbow Oil Limited

Mobil Exploration & Producing Services, Inc.
Mobil Oil Corporation
Buffalo River Improvement Corporation
Canner's Steam Company, Inc.
Collins Pipeline Company
Colonial Pipeline Company
Cook Inlet Pipe Line Company
East Texas Salt Water Disposal Company
Mobil Catalysts Corporation of Japan
Mobil Korea Lube Oil, Inc.
Mobil Oil Francaise
Mobil Oil Ghana Limited
Peace Pipe Line Ltd.
Rainbow Pipe Line Company, Ltd.
System Plaza Inc.
T&M Terminal Company
Wolverine Pipe Line Company

Murphy Oil U.S.A., Inc.
Murphy Oil Corporation
Butte Pipe Line Company
Collins Pipeline Company
Great River Grain Corporation
Manito Pipe Lines, Ltd.
Ocean Drilling & Exploration Company
Ozark Fuels Corporation
T&M Terminal Company
Wascana Pipeline Limited

Shell Western E&P, Inc.
Royal Dutch Petroleum Company
"Shell" Transport and Trading Company, PLC
Shell Petroleum N.V.
SPNV Holdings, Inc.

Shell Energy Resources Inc.
Shell Oil Company
- Al Furat Petroleum Co.
- Butt Pipe Line Company
- CRI Ventures
- Criterion Catalyst Company
- Dixie Pipeline Company
- Explorer Pipeline Company
- East Texas Salt Water Disposal Company
- Fractionation Research, Inc.
- Grande Ecallie Land Company, Inc.
- Gravcap, Inc.
- Heat Transfer Research, Inc.
- Inland Corporation
- LOOP, Inc.
- LOCAP, Inc.
- Lucky Chance Mining Company, Inc.
- MESBIC Financial Corporation of Houston
- Marrowbone Development Company
- Morrison Molded Fiber Glass Company
- Olympic Pipeline Company
- Oil Companies Institute for Marine Pollution Compensation Limited
- Oil Insurance Limited
- Pecten Middle East Services Company
- Pecten Cameron Company
- Pecten Portugal Company S.A.R.L.
- Plantation Pipe Line Company
- Premix/E.M.S. Inc.
- Thums Long Beach Company
- United Scientific, Inc.
- Van Salt Water Disposal Company
- West Shore Pipe Line Company
- WIDC (Wyoming Industrial Development Corporation)
- Winding Technologies Corporation

Wolverine Pipe Line Company
Xerkon, Inc.

Union Oil Company of California
Unocal Corporation
Union Exploration Partners, Ltd.